

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

IN RE ALGER, COLUMBIA, JANUS,
MFS, ONE GROUP, ALLIANZ
DRESDNER AND PUTNAM

No. 04-MD-15863-05

(Hon. J. Frederick Motz)

This Document Relates To:

The One Group Subtrack

**[PROPOSED] PRELIMINARY ORDER FOR NOTICE AND HEARING
IN CONNECTION WITH SETTLEMENT PROCEEDINGS
IN THE ONE GROUP SUBTRACK**

J. FREDERICK MOTZ, District Judge

WHEREAS:

A. (i) Investor Class Lead Plaintiff Linda B. Parker on her own behalf and on behalf of the Investor Class and Lenore Zarate, a participant in the Bank One Corporation Savings and Investment Plan, on behalf of herself and a class of all others similarly situated (“ERISA Plaintiffs”) (collectively, “Class Plaintiffs”) and (ii) Datren Williams, individually and Datren Williams f/u/b/o Ledelous Little, Jerry Huang, Mark Snyder, Warren Sherman, Julian Rose Gillis and John Joseph Gillis, derivatively and on behalf of the One Group Mutual Funds (“Derivative Plaintiffs”) (Class Plaintiffs and Derivative Plaintiffs collectively, “Plaintiffs”), on the one hand; and (iii) Bank One Corporation (“Bank One”), Banc One Investment Advisors Corporation (“BOIA”), Bank One High Yield Partners, LLC (“BOHYP”), One Group Dealer Services Inc. (“OGDS”), One Group Services Company (“OGSC”), Bank One Trust Company (“BOTC”) and the “BOIA Directors and Officers” – Mark A. Beeson, David J. Kundert, Peter W. Atwater, Richard R. Jandrain, Gary J. Madich, John Abunassar, Kenneth T.

Stevens, David R. Meuse, William G. Jurgenson, William P. Boardman, Richard W. Vague and Richard R. Wade (Bank One, BOIA, BOHYP, OGDS, OGSC, BOTC and the BOIA Directors and Officers collectively, "Bank One Defendants"), on the other hand (Plaintiffs and Bank One Defendants, collectively, the "Parties"), have entered into a Stipulation and Agreement of Settlement with the Bank One Defendants, dated June 3, 2009 and the Amendment to Stipulation and Agreement of Settlement with the Bank One Defendants, dated February 5, 2010 (the "Bank One Stipulation") providing for the settlement of the claims asserted against the Bank One Defendants (the "Bank One Settlement");

B. Investor Class Lead Plaintiff Linda B. Parker, Derivative Plaintiffs, and Banc of America Securities LLC ("BAS") have entered into a One Group/BAS Severed Agreement and Stipulation of Settlement (the "One Group/BAS Stipulation") providing for the settlement of claims against BAS and related entities and individuals (the "One Group/BAS Settlement");

C. Investor Class Lead Plaintiff Linda B. Parker and Bear, Stearns & Co. Inc., Bear, Stearns Securities Corp., and The Bear Stearns Companies Inc., currently known as J.P. Morgan Securities Inc., J.P. Morgan Clearing Corp. and The Bear Stearns Companies LLC, respectively (collectively, the "Bear Stearns Defendants"), have entered into a One Group/Bear Stearns Severed Agreement and Stipulation of Settlement (the "One Group/Bear Stearns Stipulation") providing for the settlement of claims against the Bear Stearns Defendants (the "One Group/Bear Stearns Settlement");

D. Investor Class Lead Plaintiff Linda B. Parker, Derivative Plaintiffs, and Canary Capital Partners, LLC; Canary Capital Partners, Ltd.; Canary

Investment Management, LLC; and Edward Stern (collectively, the “Canary Defendants”), have entered into a One Group/Canary Severed Agreement and Stipulation of Settlement (the “One Group/Canary Stipulation”) providing for the settlement of claims against the Bear Stearns Defendants (the “One Group/Canary Settlement”);

E. The Bank One Stipulation, the One Group/BAS Stipulation, the One Group/Bear Stearns Stipulation, and the One Group/Canary Stipulation shall be known collectively as the “Stipulations” and the settlements set forth in the Stipulations shall be known collectively as the “Settlements.” The Bank One Defendants, BAS, the Bear Stearns Defendants, and the Canary Defendants shall be known collectively as the “Settling Defendants”; and Plaintiffs and the Settling Defendants shall be known together as the “Settling Parties”;

F. Plaintiffs have moved, pursuant to Rules 23(e) and 23.1 of the Federal Rules of Civil Procedure, for an Order preliminarily approving the Settlements, and providing notice of the proposed Settlements; and

G. The Court having read and considered the Stipulations; the proposed Short-Form Notice of Pendency and Proposed Settlements of Class, ERISA and Derivative Actions and Settlement Hearing (the “Mail Notice”), the proposed Long-Form Notice of Pendency and Proposed Settlements of Class, ERISA and Derivative Actions, Motion for Attorneys’ Fees and Expenses, and Settlement Hearing (the “Long-Form Notice”), the proposed Publication Notice of Proposed Settlements (the “Summary Notice” or “Publication Notice”), the proposed Plan of Allocation set forth in the Long-Form Notice, and the proposed forms of Order and Final Judgment, and finding that

substantial and sufficient grounds exist for entering this Order, and after due deliberation;

IT IS HEREBY ORDERED:

1. For purposes of this Order, the Court adopts all defined terms as set forth in the Stipulations, except to the extent that such terms are otherwise defined herein.

JURISDICTION

2. This Court has jurisdiction over the subject matter of the Actions and over all parties to these Actions, including all members of the Classes, as defined below.

NO DETERMINATION OF LIABILITY OR WRONGDOING

3. This Court hereby decrees that none of the Stipulations, nor this Order, nor the fact of the Settlements, constitute an admission or concession by any of the Settling Defendants of any liability or wrongdoing whatsoever.

CERTIFICATION OF SETTLEMENT CLASSES

4. For settlement purposes, Investor Class Lead Plaintiff has proposed conditional certification of the following Investor Class under Fed. R. Civ. P. 23(a) and (b)(3):

all persons, entities, or legal beneficiaries of or participants in any entities who, during the period November 1, 1998 to September 3, 2003, inclusive (the "Class Period"), purchased or otherwise acquired and/or held shares in any of the IDC Funds and who are Fair Fund Recipients or Distribution Class Members as defined in the Bank One Stipulation. Excluded from the Investor Class are: (1) any and all defendants in the Actions (the "Defendants"), members of the families of the BOIA Directors and Officers and other Defendants, and the legal representatives, heirs, successors or assigns of any such

excluded party; and (2) all Investor Class Members who timely exclude themselves from the Investor Class in accordance with this Hearing Order.

5. The Court hereby preliminarily FINDS and CONCLUDES that the Investor Class set forth above satisfies all of the requirements for certification under Rule 23(a) and Rule 23(b)(3). The Court preliminarily determines that the requirements of Rule 23(a) – numerosity, commonality, typicality, and adequacy – are satisfied, and the Investor Class also satisfies the requirements for certification under Rule 23(b)(3) as questions of law or fact common to the Investor Class predominate over individualized issues, and a class action is superior to other available methods for the fair and efficient adjudication of the controversy. Accordingly, the Court conditionally CERTIFIES the Investor Class for purposes of these Settlements only, under Rules 23(a) and 23(b)(3).

6. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, and for the purposes of the Settlements only, the Investor Class Lead Plaintiff, Linda B. Parker, is certified as Class Representative for the Investor Class and Investor Class Lead Counsel, Milberg LLP, is certified as Class Counsel for the Investor Class.

7. For settlement purposes, the ERISA Plaintiffs have also proposed conditional certification of the following ERISA Class under Fed. R. Civ. P. 23(a) and (b)(1):

all participants in or beneficiaries of the Bank One Corporation Savings and Investment Plan during the period November 1, 1998 to September 3, 2003, inclusive (the “Class Period”) whose accounts included investments in the IDC Funds and who are Fair Fund Recipients or Distribution Class Members as defined in the Bank One Stipulation. Excluded from the ERISA Class are any and all defendants in the Actions (the “Defendants”), members of the families of the BOIA Directors and Officers and

other Defendants, and the legal representatives, heirs, successors or assigns of any such excluded party.

8. The Court hereby preliminarily FINDS and CONCLUDES that the ERISA Class set forth above satisfies all of the requirements for certification under Rules 23(a) and 23(b)(1). The Court preliminarily determines that the requirements of Rule 23(a) – numerosity, commonality, typicality, and adequacy – are satisfied. The ERISA Class also satisfies the requirements for certification under Rule 23(b)(1) because adjudications with respect to individual ERISA Class Members would, as a practical matter, be dispositive of the interests of other ERISA Class Members not parties to the individual adjudications or would substantially impair their ability to protect their interests. Accordingly, the Court conditionally CERTIFIES the ERISA Class for purposes of these Settlements only, under Rules 23(a) and 23(b)(1).

9. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, and for the purposes of the Settlements only, Lenore Zarate, is certified as Class Representative for the ERISA Class and Harwood Feffer LLP is certified as Class Counsel for the ERISA Class.

10. The Investor Class and the ERISA Class shall be known collectively as the “Classes.”

PRELIMINARY APPROVAL OF SETTLEMENT AGREEMENTS AND PLAN OF ALLOCATION

11. The proposed Stipulations and the Settlements they embody and the proposed Plan of Allocation described in the Long-Form Notice are hereby PRELIMINARILY APPROVED. Final approval of the Settlements is subject to the hearing of any objections of members of the Classes and current shareholders of the

successors to the One Group Mutual Funds to the proposed Settlements embodied in the Stipulations.

12. Pending the determination of the fairness of the Settlements, all further litigation of the Actions, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlements, is hereby STAYED.

OTHER CASES ENJOINED

13. Pending final approval of the Settlements, the Court hereby preliminarily enjoins each member of either of the Classes, including any putative Investor Class Member who makes an irrevocable election to exclude himself, herself or itself from the Investor Class, from commencing, prosecuting or maintaining in any court other than this Court any claim, action or other proceeding that challenges or seeks review of or relief from any order, judgment, act, decision or ruling of this Court in connection with the Settlements. Pending final approval of the Settlements, the Court further enjoins any member of either of the Classes – except for any putative member of the Investor Class who, by the deadline for opting out, has made a timely, irrevocable election to exclude himself, herself or itself from the Investor Class – from commencing, prosecuting or maintaining, either directly, representatively or in any other capacity, any of the Released Claims as defined in any of the Stipulations.

APPROVAL OF THE FORM AND MANNER OF DISTRIBUTING NOTICE

14. The Settling Parties have submitted for this Court's approval the Mail Notice, the Long-Form Notice and the Publication Notice (collectively, the "Settlement Notices"), each of which the Court has reviewed.

15. The Court finds and concludes as follows: the form and content of the Settlement Notices, and the method set forth herein of notifying the Classes of the

Settlements and their terms and conditions, meet the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995, due process, and any other applicable law; constitute the best notice practicable under the circumstances; and shall constitute due and sufficient notice to all persons and entities entitled thereto. The Settlement Fund Administrator shall cause notice of the proposed Settlements, the hearing on the proposed Settlements, the request for approval of the Plan of Allocation and the applications of Plaintiffs' Counsel for awards of attorneys' fees and litigation expenses to be provided as follows:

(a) On or before **June 30, 2010**, a copy of the Mail Notice, substantially in the form annexed hereto as Exhibit 1, shall be mailed to all Investor Class Members and ERISA Class Members at the address of each such person as set forth in the records of Bank One or its transfer agents or as identified through the implementation of the IDC's Plan of Distribution, *provided, however*, that in cases where a financial institution serving as an intermediary is the shareholder of record and holds securities in an omnibus account on behalf of a Class Member as the actual beneficial owner, notice to the financial institution shall suffice;

(b) On or before **June 30, 2010**, a copy of the Long-Form Notice, substantially in the form annexed hereto as Exhibit 2, shall be posted on the settlement website established for this Subtrack, www.onegroupnoticeanddistribution.com, and shall be made available for mailing to members of the Classes upon request; and

(c) On or before **July 14, 2010**, Investor Class Lead Counsel shall cause a publication program to be undertaken, whereby (i) the Publication Notice, substantially in the form annexed hereto as Exhibit 3, shall be published once in the nationally circulated *People* magazine, once in *The Wall Street Journal*, once in *The New York Times*, and over the PR Newswire; and (ii) notice of the Settlements shall be posted on various web-based media outlets, including, but not limited to, CNN.com, AOL.com, Hotmail.com, Facebook.com, Yahoo.com, The Wall Street Journal online, and through RSS Feed.

16. The form of the Settlement Notices fairly, plainly, accurately, and reasonably informs members of the Classes and current shareholders of the successors to One Group Mutual Funds of : (1) appropriate information about the nature of the Actions, the Classes, the identity of Lead Counsel, and the essential terms of the Settlements, including the Plan of Allocation; (2) appropriate information about Lead Counsel's forthcoming application for attorneys' fees and other payments that will be deducted from the settlement fund; (3) appropriate information about how to participate in the Settlements; (4) appropriate information about this Court's procedures for final approval of the Stipulations and Settlements, and about the rights of members of the Classes and current shareholders of the successors to One Group Mutual Funds to appear through counsel if they desire; (5) appropriate information about how to object to the Settlements, or opt out of the Settlements; and (6) appropriate instructions about how to obtain additional information regarding the Actions or the Settlements.

17. The Court FINDS and CONCLUDES that the proposed plan for notice of the Settlements will provide the best notice practicable to members of the

Classes, satisfies the notice requirements of Rule 23(e), and satisfies all other legal and due process requirements.

18. The Court also FINDS and CONCLUDES that the proposed plan of notice provides reasonable and adequate notice to current shareholders of the successors to the One Group Mutual Funds of the Settlement of the Derivative Action and satisfies the notice requirements of Rule 23.1(c) and due process.

19. Accordingly, the Court hereby ORDERS as follows:

(a) The forms of the Mail Notice, Long-Form Notice, and Publication Notice are APPROVED.

(b) The manner of distributing the Settlement Notices is APPROVED.

(c) Promptly following the entry of this Order, the Settlement Fund Administrator shall prepare final versions of the Mail Notice and Long-Form Notice, incorporating the relevant dates and deadlines set forth in this Order.

(d) The Settlement Fund Administrator shall take all other actions in furtherance of the Plan of Allocation as specified in the Stipulations.

20. To effectuate the provision of notice provided for by this Order, and the calculation of Net Settlement Funds distributions to the Derivative Plaintiffs, for the benefit of the successors to the One Group Mutual Funds, and Distribution Class Members, and other actions required by this Order, the Court hereby approves the selection of Boston Financial Data Services, Inc., to serve as the Administrator for the Settlements (the "Settlement Fund Administrator"). Bank One Defendants may retain the Settlement Fund Administrator.

21. To further effectuate the provision of notice provided for herein, the Settlement Fund Administrator shall establish a toll free telephone number and lease and maintain a post office box of adequate size for the return of Requests for Exclusion. All Settlement Notices shall designate said post office box as the return address for the purposes designated in the Settlement Notices. The Settlement Fund Administrator shall be responsible for the receipt of all responses to the Settlement Notices and, until further order of the Court, shall preserve all entries of appearance, Requests for Exclusion, and all other written communications from members of the Classes, nominees or any other person in response to the Settlement Notices.

22. On or before **September 14, 2010**, Bank One Defendants shall cause to be filed with the Clerk of this Court affidavits or declarations of the person or persons under whose general direction the mailing of the Mail Notice and the posting of the Long-Form Notice to the settlement website and the mailing of the Long-Form Mail Notice to persons who so request shall have been made, showing that such mailing and posting was made in accordance with this Order.

PAYMENT OF SETTLEMENT FUNDS

23. All funds held in the escrow accounts shall be deemed and considered to be *in custodia legis* and shall remain subject to the jurisdiction of the Court until such time as such funds shall be distributed pursuant to the Stipulations and/or further order of the Court.

24. As provided in the Stipulations, and subject to the limitations contained in the Stipulations, Lead Class Counsel may pay the Settlement Administrator the reasonable fees and costs associated with giving notice to the Class and the review of

25. Plaintiffs' Counsel or their agents are authorized and directed to prepare any tax returns required to be filed for the Escrow Accounts and to cause any Taxes due and owing to be paid from the Escrow Accounts without further Order of the Court, and to otherwise perform all obligations with respect to Taxes and any reportings or filings in respect thereof as contemplated by the Stipulations without further order of the Court.

26. There shall be no distribution of any of the Settlement Amounts to any member of one of the Classes or to any of the Distribution Funds or the successors to the One Group Mutual Funds until after the Effective Date.

PROCEDURES FOR FINAL APPROVAL OF THE SETTLEMENT

27. **Fairness Hearing:** The Court hereby schedules a hearing (the "Fairness Hearing") on **October 21-22, 2010, at 10:00 a.m.** for the following purposes:

(a) to determine whether the Investor Class Action and the ERISA Class Action should be finally certified, for settlement purposes, as class actions under Rules 23(a) and (b) of the Federal Rules of Civil Procedure;

(b) to determine whether the proposed Settlements are fair, reasonable, and adequate, and should be approved by the Court;

(c) to determine whether judgment should be entered, dismissing the complaints filed in the Actions, on the merits and with prejudice, as against the Settling Defendants, and to determine whether the releases set forth in the Stipulations should be provided;

(d) to determine whether the proposed Plan of Allocation for the proceeds of the Settlements is fair and reasonable, and should be approved by the Court;

(e) to consider the applications of Plaintiffs' Counsel for awards of attorneys' fees and expenses; and

(f) to rule upon such other matters as the Court may deem appropriate.

The Fairness Hearing shall be held at the United States District Court for the District of Maryland, Baltimore Division, 101 W. Lombard Street, Baltimore, Maryland 21201. The Court expressly reserves the right to adjourn or continue the Fairness Hearing without any further notice to members of the Classes or shareholders of the successors to One Group Mutual Funds other than by an announcement of the adjournment at the scheduled time of the Fairness Hearing or at the scheduled time of any adjournment of the Fairness Hearing. The Court may consider modifications of any of the Settlements (with the consent of the relevant Settling Parties) without further notice to members of the Classes or shareholders of the successors to One Group Mutual Funds.

28. Neither BAS, the Bear Stearns Defendants, and the Canary Defendants nor their respective Released Parties shall have any responsibility whatsoever for the Plan of Allocation.

29. None of the Settling Defendants or their respective Released Parties shall have any responsibility whatsoever for any application for attorneys' fees or expenses submitted by Plaintiffs' Counsel.

reasonableness and adequacy of the Settlements.

31. **Right to Request Exclusion from the Settlements:** Investor Class Members may exclude themselves from, or opt out, of the Settlements. Investor Class Members shall be bound by all determinations and judgments in the Action, whether favorable or unfavorable, including all the releases contemplated thereby, unless such persons request exclusion from the Investor Class in a timely and proper manner, as hereinafter provided. Any request for exclusion must be in the form of a written, signed statement (the "Request for Exclusion") mailed by first class mail postmarked to the Settlement Fund Administrator at the address designated in the Long Notice such that it is received no later than **September 21, 2010** (the "Exclusion Deadline"). Such Request for Exclusion shall clearly indicate the name, address and telephone number of the person seeking exclusion, that the sender requests to be excluded from the Investor Class for the One Group Subtrack in MDL 1586 – the Mutual Funds Securities Litigation, and must be signed by such person. Such persons requesting exclusion are also directed to identify their holding(s) in the One Group Funds and/or the date(s), price(s) and amount(s) of all purchases of shares in the One Group Funds made during the Class Period. The Request for Exclusion shall not be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court. The Settlement Fund Administrator shall provide to all counsel, consistent with the terms of the Supplemental Agreements, and file with the Court all Request for Exclusions that are received and not rescinded. The Investor Class will not include those individuals who

file and serve a timely Request for Exclusion, and individuals who opt-out are not entitled to any monetary award under the Settlements.

32. Within five (5) business days after the Exclusion Deadline, the Settlement Fund Administrator shall provide the Settling Defendants and Lead Class Counsel with a report which, at a minimum, will identify all persons purporting to opt out of the Investor Class and will attach the Requests for Exclusion submitted by each. At or before the Fairness Hearing, the Settlement Fund Administrator shall file all Requests for Exclusion with the Court.

33. **Deadline for Filing Objections to the Settlements.** Any member of the Classes or current shareholder of the successors of the One Group Funds or Non-Settling Defendant may appear at the Fairness Hearing to show cause why the proposed Settlements should or should not be approved as fair, reasonable and adequate; why a judgment should or should not be entered thereon; why the Plan of Allocation should or should not be approved as fair and reasonable; or why Lead Counsel should or should not be awarded attorneys' fees and payment of expenses in the amounts sought by Lead Counsel; provided, however, that no member of the Classes or current shareholder of the successors of the One Group Funds or non-settling Defendant shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlements, the Judgments and Orders to be entered approving the same, the proposed Plan of Allocation or the applications of Plaintiffs' Counsel for awards of attorneys' fees and expenses, unless no later than **September 21, 2010** (the "Objection Deadline"), such Class Member or current shareholder of the successors of the One Group Funds or Non-Settling Defendant has properly and timely served by hand or by first-class mail on counsel set

forth below written objections and copies of any supporting papers and briefs (which must contain proof of all purchases, acquisitions, sales and dispositions of One Group Funds made by any such objector during the Class Period):

Lead Class Counsel

Clifford Goodstein, Esq.
MILBERG LLP
One Pennsylvania Plaza, 49th Floor
New York, New York 10019-0165

and has filed by the Objection Deadline said objections, papers and briefs, showing due proof of such service upon all counsel identified above, with the Clerk of the United States District Court for the District of Maryland, Baltimore Division, 101 W. Lombard Street, Baltimore, Maryland 21201. Objections by a Class Member must include information or documents concerning his, her or its holdings of shares in the IDC Funds during the Class Period or a statement attesting to the fact that he, she or it held, purchased, or otherwise acquired shares in one or more of the IDC Funds during the Class Period. Objections to the Settlements of the Derivative Action must include information concerning the objector's current ownership of shares in one or more of the successors to the One Group Funds. Lead Class Counsel shall promptly forward any objections that they receive to Counsel for the ERISA Plaintiffs and Counsel for the Derivative Plaintiffs and to counsel for each of the following Defendants: the Bank One Defendants, Mark Beeson, John Abunassar, BAS, the Bear Stearns Defendants, and the Canary Defendants.

34. Attendance at the hearing is not necessary; however, persons wishing to be heard orally in opposition to the approval of any of the Settlements, the Plan of Allocation, and/or the requests for attorneys' fees and expenses are required to

indicate in their written objection their intention to appear at the hearing. Persons who intend to object to any of the Settlements, the Plan of Allocation, and/or Lead Counsel's application for an award of attorneys' fees and expenses and desire to present evidence at the Fairness Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Fairness Hearing. Class Members do not need to appear at the hearing or take any other action to indicate their approval. Class Members may retain an attorney at their own expense to appear at the Fairness Hearing, but there is no need for Class Members to retain an attorney and Class Members can appear at the hearing without hiring an attorney.

35. Any Class Member or current shareholder of the successors of the One Group Funds or non-settling Defendant who does not object in the manner prescribed above shall be deemed to have waived such objection and shall be forever foreclosed from making any objection to the fairness, adequacy or reasonableness of the proposed Settlements as well as the Judgment and Orders to be entered approving the Settlement, the Plan of Allocation, or Lead Counsel's application for an award of attorney's fees and payment of expenses or from otherwise being heard concerning these subjects in this or any other proceeding, except for good cause shown. Objections raised at the Fairness Hearing will be limited to those previously submitted in writing. In this context, granting the non-settling Defendant a right to object and appear at the Fairness Hearing is without waiver of the Parties' rights to argue the Non-Settling Defendants' lack of standing to object and appear at the Fairness Hearing.

36. **Deadline for Submitting Motion Seeking Final Approval.**

Plaintiffs shall submit their papers in support of final approval of the Settlements and the Plan of Allocation no later than **September 14, 2010**.

37. **Deadline for Petition for Attorneys' Fees.** Plaintiffs' Counsel

shall file with this Court their application for an award of attorneys' fees and litigation expenses no later than **September 14, 2010**.

38. **Deadline for Replying to Objections.** Plaintiffs' Counsel may

file with this Court papers replying to objections to final approval of the Settlements and the Plan of Allocation or to their application for an award of attorneys' fees and litigation expenses on or before **October 6, 2010**.

EFFECT OF TERMINATION OF SETTLEMENTS

39. In the event any of the Settlements is properly terminated in

accordance with the terms of the relevant Stipulation, that Stipulation, including any amendment(s) thereof, shall be null and void, of no further force or effect, and without prejudice to any party, and may not be introduced as evidence or referred to for any purpose in any actions or proceedings by any person or entity, and each party shall be restored to his, her or its respective position as provided in that Stipulation and the parties shall proceed as if that Stipulation had not been entered.

RETENTION OF JURISDICTION

40. The Court retains exclusive jurisdiction over the Actions to

consider all further matters arising out of or connected with the Settlements.

SO ORDERED:

Dated: Baltimore, Maryland
_____, 2010

5/19/10